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WASHINGTON, D.C.

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CHARLES T. KAPPLER
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JAMES C. MARTIN JR.

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
URBAN A. LESTER

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OCT 7 1 15 PM '91
MOTOR OPERATING UNIT

RECORDATION NO. 17008-A
FILED 165

OCT 7 1991 - 1 20 PM \$ 16

INTERSTATE COMMERCE COMMISSION 17008-A

October 4, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged original copies of a Discharge of Chattel Mortgage dated as of July 15, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement and Chattel Mortgage dated July 12, 1990, which was filed and recorded on September 14, 1990 and assigned Recordation Number 17008.

The name and address of the party executing the enclosed document are:

Canadian Imperial Bank of Commerce
309 - 8th Avenue S.W.
Calgary, Alberta T2P 2P2
CANADA

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. T. Kappler
C. T. Kappler

Mr. Sidney L. Strickland, Jr.
October 4, 1991
Page Two

Kindly return a stamped copy of the enclosed document to
Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street,
N.W., Washington, D.C. 20006.

A short summary of the enclosed document to appear in the
Commission's Index is:

Full Discharge

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

SCHEDULE A

UNITS

OLD CAR NUMBER

NEW CAR NUMBER

LEF 4002
LEF 3893
LEF 3963
LEF 3960
LEF 4100
LEF 4060
LEF 3972
LEF 3974
LEF 4061
LEF 4115
LEF 3977
LEF 4084
LEF 3885
LEF 4094
LEF 4096
LEF 4108
LEF 4092
LEF 4083
LEF 3889
LEF 4091
LEF 4070
LEF 4066
LEF 4082
LEF 3886
LEF 4105
LEF 4063
LEF 3922
LEF 3883
LEF 4064
LEF 3985

CNA 330300
CNA 330301
CNA 330302
CNA 330303
CNA 330304
CNA 330305
CNA 330306
CNA 330307
CNA 330308
CNA 330309
CNA 330310
CNA 330311
CNA 330312
CNA 330313
CNA 330314
CNA 330315
CNA 330316
CNA 330317
CNA 330318
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CNA 330323
CNA 330324
CNA 330325
CNA 330326
CNA 330327
CNA 330328
CNA 330329

RJP^SCHEDULE:VW

DISCHARGE OF CHATTEL MORTGAGE

REGISTRATION NO. 17008-A FILED 1425

OCT 7 1991 -1 20 PM

INTERSTATE COMMERCE COMMISSION

TO: SLX CANADA INC. ("SLX")

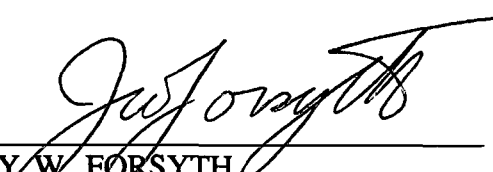
WHEREAS CANADIAN IMPERIAL BANK OF COMMERCE ("CIBC") made a certain loan to SLX on July 12, 1990 (the "Loan");

AND WHEREAS SLX granted a chattel mortgage dated July 12, 1990 to CIBC over certain assets as more fully described in Schedule "A" hereto (the "Chattel Mortgage");

AND WHEREAS SLX has paid to CIBC all amounts owing under, in connection with, or by virtue of the Loan.

NOW THEREFORE, CIBC hereby acknowledges receipt of all amounts owing under, in connection with, or by virtue of the Loan, declares that the Chattel Mortgage has not been transferred by it and that it is entitled by law to receive all monies due and owing under the Loan, and declares that the Chattel Mortgage is hereby wholly discharged and that SLX is released from all obligations thereunder.

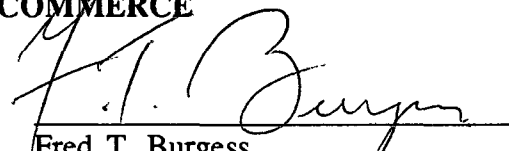
DATED at the City of Calgary, in the Province of Alberta, as of July 15, 1991.



JODY W. FORSYTH
Witness to signature of
Fred T. Burgess

**CANADIAN IMPERIAL BANK
OF COMMERCE**

Per:



Fred T. Burgess
Senior Account Manager

SCHEDULE A

UNITS

OLD CAR NUMBER

NEW CAR NUMBER

LEF 4002
LEF 3893
LEF 3963
LEF 3960
LEF 4100
LEF 4060
LEF 3972
LEF 3974
LEF 4061
LEF 4115
LEF 3977
LEF 4084
LEF 3885
LEF 4094
LEF 4096
LEF 4108
LEF 4092
LEF 4083
LEF 3889
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LEF 4066
LEF 4082
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LEF 4063
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RJP^SCHEDULE:VW

AFFIDAVIT OF EXECUTION

CANADA
PROVINCE OF ALBERTA
TO WIT:

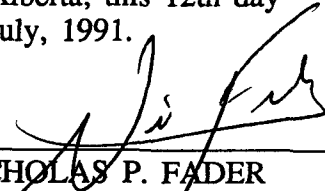
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IN THE MATTER OF the discharge of a
certain chattel mortgage dated July 12,
1990 and granted by SLX Canada Inc.
to Canadian Imperial Bank of Commerce

I, JODY W. FORSYTH, of the City of Calgary, in the Province of Alberta,
MAKE OATH AND SAY:

1. THAT I was personally present and did see FRED T. BURGESS named in the
within instrument, who is personally known to me to be the person named therein, duly sign
and execute the instrument on July 12, 1991 by making his mark thereto, for the purposes
named therein.
2. THAT the instrument was executed at the City of Calgary, in the Province of
Alberta and that I am the subscribing witness thereto.
3. THAT I know the said FRED T. BURGESS, and he is in my belief of the full
age of 18 years.

SWORN BEFORE ME at the City
of Calgary, in the Province
of Alberta, this 12th day
of July, 1991.



NICHOLAS P. FADER
Barrister and Solicitor



JODY W. FORSYTH

A Commissioner for Oaths in and
for the Province of Alberta